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December 20, 2012

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

**Re: In the Matter of Wavecom Solutions Corporation, Transferor and
Hawaiian Telcom, Inc., Transferee; Application for Consent to Transfer
Control of Domestic Authorizations Under Section 214 of the
Communications Act, as Amended, WC Docket No. 12-206**

Dear Ms. Dortch:

On December 19, 2012, I had a telephone conversation with William Dever, Jodie May, and Christopher Sova of the Wireline Competition Bureau, and David Krech, of the International Bureau, regarding the above-captioned proceeding. On behalf of Hawaiian Telcom, Inc. ("HTI"), I indicated that I did not believe that there would be adverse competitive consequences to the transaction, as indicated in Joint Reply Comments of Applicants, WC Docket No. 12-206, at 6-10 (filed September 19, 2012) ("Joint Reply").

Notwithstanding the foregoing, both HTI and Wavecom Solutions Corporation ("Wavecom") (jointly "the Parties") wish to allay any potential competitive concerns concerning circumstances where the Parties now own facilities serving end-user enterprise customers in the same building. Therefore, in these situations HTI is willing to comply with the attached voluntary condition.

On December 20, 2012, I spoke with Lisa Gelb, Deputy Chief, Wireline Competition Bureau, indicating that it was important that the Parties be able to close the transaction this calendar year in order to avoid further negative impact to Wavecom employee morale during the holiday season, and the disruption and confusion that would be caused by changes to health care and other benefits after the first of the year. Year-end closing would stem continuing Wavecom financial and customer losses, address problems associated with losing employees, and avoid unnecessary transaction costs. FCC approval this year in time to also allow approval by the Hawaii Public Utilities Commission and to allow attorney closing

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work to be completed by year-end was critical to HTI's willingness to enter into the attached condition.

Please let me know if you have any questions.

Sincerely,

/s/ Gregory J. Vogt

Gregory J. Vogt
Counsel for Hawaiian Telcom Inc.

Enclosure

cc: Lisa Gelb
William Dever
David Krech
Jodie May
Christopher Sova

VOLUNTARY CONDITION

PRESERVING COMPETITIVE RATES FOR CUSTOMERS IN OVERLAP BUILDINGS

The buildings listed in the Attachment are locations where both of the Applicants have local facilities, but for which the Applicants are unable to confirm from publicly available data whether or not there are at least two other, unaffiliated fiber-based carriers in the building. In order to ensure that existing customers in the buildings listed in the Attachment continue to obtain competitive rates for their services following the merger closing date, Hawaiian Telcom Inc. (“HTI”) commits to the following condition:

The rates as of the merger closing date for any service provided by HTI or Wavecom Solutions Corporation (“Wavecom”) will not be increased for either existing or new customers at any building listed in the Attachment for seven years following the merger closing date, except that the foregoing condition shall become inoperative as to a particular building if: (i) one of the legacy HTI or Wavecom fiber facilities in that building is divested prior to the expiration of such seven year period; or (ii) the number of competing carriers with fiber facilities in the building returns to the level that existed prior to the merger closing date; or (iii) the FCC engages in comprehensive changes to its special access rules requiring industry-wide changes to rates or rate structure for the services covered by this condition. For avoidance of doubt, nothing herein shall restrict HTI from lowering rates to any customer at any time.

Attachment

1. 1402 Punahou, Honolulu, HI 96822.
2. 2293 Victor Wharf Access Road, Pearl City, HI 96872.
3. 280A Puali, Kaunakakai, HI 96748.
4. 3016 Umi St., Lihue, HI 96766.
5. 560 Halekauwila St., Honolulu, HI 96850.
6. 1601 Punahou St., Honolulu, HI 96822
7. 2565 McCarthy Mall @ (Keller Hall), Honolulu, HI 96822.
8. 2850 Pukoloa St., Honolulu, HI 96819.
9. 287 Pacific Missile Range FAC Barking Sands, Waimea, HI 97652.
10. 7192 Kalanianaʻole Highway, Honolulu, HI 96825.
11. 91-340 Fairrington Highway, Kapolei, HI 96707.
12. Mauna Loa Highway @ Molokai Ranch, Maunaloa, HI 96748.